FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | |
|--------------|----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-028 | | | | | | | |

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| Check this box if no longer subject to |
|--|
| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b) |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* <u>Thoman A. Randall</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol Southwest Gas Holdings, Inc. [SWX] | | | | | | | | | 5. Relationship of Reporting Pers (Check all applicable) X Director | | | S Issuer |
|---|--|--|---|--------|--------------------------------------|---|--|-----|---|---|--|------------------------|--|--|---|---|---|---------------------------------------|
| (Last) (First) (Middle) 5241 SPRING MOUNTAIN | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/23/2017 | | | | | | | | | Offic belo | er (give title w) | Oth bel | er (specify ow) |
| (Street) LAS VEO (City) | | | 89150 Zip) | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | Lin | e) <mark>X</mark> Forn Forn | dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Date) | | | | | Execution Date, | | 3. Transaction Disposed Of (D) (Instr. 3, 4) (5) (8) | | | | Secur Benef Owne | icially d Following | 6. Ownershi Form: Direct (D) or Indirect (I) (Instr. 4) | of Indirect Beneficial Ownership | | | | |
| | | | | | | | | | Code | v | Amount (A | |) or) | Price | | action(s) 3 and 4) | | (Instr. 4) |
| Common Stock | | | | 02/23/ | 3/2017 | | | | A 2,05 | | 2,050 |) A \$ | | \$77.2 | 6 19, | 19,816.654 | | |
| | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deeme Execution if any (Month/Da | Date, | 4. Transactio Code (Inst 8) | | | | 6. Date Exercisal Expiration Date (Month/Day/Year | | Amount o Securities Underlyin Derivative Security (i and 4) | | int of ities rlying ative ity (Ins | str. 3 | s. Price of Derivative Security Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Ownersh Form: Direct (D or Indire (I) (Instr. | Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | (A) | (D) | Date Exercisal | | Expiration Date | Title | Amo or Num of Sha | nber | | | | |

Explanation of Responses:

Joshua M. Westerman, POA 02/27/2017

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.